

This document is submitted as ~~disclosure to non-governmental parties of this document and any copies of it is claimed under the Freedom of Information Act and applicable rules and regulations. It is requested that before any disclosure is permitted of this document or any part or copies of it, timely notice be given to Patrick J. Dooley, Esq., Alvin, Camp, Strauss, Hauer & Feld, LLP, 590 Madison Avenue, New York, New York 10022 (212) 872-1000.~~

OMB APPROVAL
OMB Number: 3235-0006
Expires: October 31, 2003
Estimated average burden hours per response: 23.5

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

13FCON P 6/15/03

FORM 13F
FORM 13F COVER PAGE

REC'D S.E.C.
NOV 14 2002
RECEIVED 1086
OFFICE OF THE SECRETARY

Report for the Calendar Year or Quarter Ended: September 30, 2002

Check here if Amendment [] ; Amendment Number: _____
This Amendment (Check only one.): ☐ is a restatement.
☐ adds new holdings entries.

NOV 14 2002



Institutional Investment Manager Filing this Report:

Name: Satellite Asset Management, L.P.
Address: 10 East 50th Street, 21st Floor
New York, NY 10022

CONFIDENTIAL TREATMENT EXPIRED

Form 13F File Number: 28-05307

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Brian S. Kriftcher
Title: Chief Operating Officer and Principal
Phone: (212) 209-2050

PROCESSED
DEC 23 2003
THOMSON FINANCIAL

Signature, Place, and Date of Signing:

[Signature]

New York, New York
[City, State]

November 14, 2002
[Date]

Report Type (Check only one.):

- ☒ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- ☐ 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- ☐ 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

Form 13F Summary Page

Report Summary:

Number of Other Included Managers:	<u>0</u>
Form 13F Information Table Entry Total:	<u>5</u>
Form 13F Information Table Value Total:	<u>\$118,514</u> (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

NONE

SATELLITE ASSET MANAGEMENT
FORM 13F INFORMATION TABLE
CONFIDENTIAL
FOR QUARTER ENDED SEPTEMBER 30, 2002

<u>Name of Issuer</u>	<u>Title of Class</u>	<u>CUSIP</u>	<u>Value (x \$1000)</u>	<u>Shrs or prn amt</u>	<u>SH/ PRN</u>	<u>Put/Call</u>	<u>Investment Discretion</u>	<u>Other Managers</u>	<u>Voting Authority</u>		
									<u>Sole</u>	<u>Shared</u>	<u>None</u>
AMERICAN WTR WKS INC	COM	030411102	11,728	262,610	SH		SOLE		262,610		
DOLE FOOD INC	COM	256605106	1,451	50,000	SH		SOLE		50,000		
FEI CO	COM	30241L109	752	52,100	SH		SOLE		52,100		
PHARMACIA CORP	COM	71713U102	86,780	2,232,000	SH		SOLE		2,232,000		
TRW INC	COM	872649108	17,803	304,067	SH		SOLE		304,067		

REPORT

SUMMARY: 5 DATA RECORDS

118,514

0 OTHER MANAGERS ON WHOSE BEHALF REPORT IS FILED